

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC.,¹

Reorganized Debtor.

)
) Chapter 11
)

) Case No. 24-12480 (LSS)
)

) **Re: Docket Nos. 1659, 1673, 1725, 1727,**
) **1728, 1740, 1742, 1750 and 1751**
)

**CERTIFICATION OF COUNSEL REGARDING *REVISED*
PROPOSED OMNIBUS ORDER APPROVING FINAL FEE APPLICATIONS
OF CERTAIN OF THE DEBTORS' PROFESSIONALS FOR THE FINAL FEE PERIOD
FROM NOVEMBER 3, 2024 THROUGH JUNE 2, 2025 FOR ALL DEBTORS AND
FROM JUNE 3, 2025 THROUGH JULY 1, 2025 FOR THE TOPCO DEBTOR**

On or before July 21, 2025, certain of the professionals (collectively, the “Professionals”) retained in these chapter 11 cases by the above-captioned reorganized debtor (the “Reorganized Debtor,” and together with its affiliated reorganized debtors before the effective date of the chapter 11 plan,² the “Debtors”), filed their respective applications for final allowance of compensation and reimbursement of expenses [Docket Nos. 1659, 1673, 1725, 1727, 1728, 1740, 1742, 1750, and 1751] (collectively, the “Final Fee Applications”).

On September 3, 2025, the Reorganized Debtor filed the *Certification of Counsel Regarding Proposed Omnibus Order Approving Final Fee Applications of the Debtors’*

¹ The last four digits of Franchise Group, Inc.’s federal tax identification number are 1876. The mailing address for Franchise Group, Inc. is 2371 Liberty Way, Virginia Beach, Virginia 23456. The term “Reorganized Debtors” includes Franchise Group, Inc. and certain reorganized debtor affiliates, a complete list of which, including the last four digits of their federal tax identification numbers and addresses, may be obtained on the website of the Reorganized Debtors’ claims and noticing agent, at <https://cases.ra.kroll.com/FRG/>. All of the motions, contested matters, and adversary proceedings that remained open as of the closing of any of the Reorganized Debtors’ cases, or that are opened after the date thereof, are administered in the remaining chapter 11 case of Franchise Group, Inc., Case No. 24-12480 (LSS).

² On June 6, 2025, all of the Debtors with the exception of Freedom VCM Holdings, LLC (“TopCo”) emerged from the chapter 11 cases as Reorganized Debtors [Docket No. 1605]. TopCo emerged from the chapter 11 cases as a Reorganized Debtor on July 3, 2025 [Docket No. 1689].

Professionals for the Final Fee Period from November 3, 2024 Through June 2, 2025 for All Debtors and from June 3, 2025 Through July 1, 2025 for the TopCo Debtors [Docket No. 1847] (the “Certification of Counsel”) with the United States Bankruptcy Court for the District of Delaware (the “Court”). Attached as Exhibit 1 to the Certification of Counsel was a proposed order (the “Proposed Order”) approving the final fee applications (the “Final Fee Applications”) on a final basis. At the Court’s request, the Reorganized Debtor has made certain modifications to the Proposed Order, as reflected in the revised proposed form of order attached hereto as **Exhibit 1** (the “Revised Proposed Order”). For the convenience of the Court and other interested parties, a blackline comparing the Revised Proposed Order against the Proposed Order filed with the Certification of Counsel is attached hereto as **Exhibit 2**.

WHEREFORE, the Reorganized Debtor respectfully requests that the Court enter the Revised Proposed Order at its earliest convenience without further notice or a hearing.

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Dated: December 3, 2025
Wilmington, Delaware

/s/ Allison S. Mielke

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